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MAY 20 2008  
Dav. Co. Chancery Court

IN THE CHANCERY COURT FOR DAVIDSON COUNTY TENNESSEE  
TWENTIETH JUDICIAL DISTRICT, SITTING IN NASHVILLE

STATE OF TENNESSEE )  
ex rel. LESLIE A. NEWMAN, )  
COMMISSIONER )  
OF COMMERCE AND INSURANCE, )  
STATE OF TENNESSEE, )  
 )  
Petitioner, )  
 )  
vs. )  
 )  
XANTUS HEALTHPLAN OF TENNESSEE, )  
INC. )  
 )  
Respondent. )

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NF

No: 99-917-II

FILED  
2008 MAY 27 PM 3:08  
CLERK & MASTER  
DAVIDSON CO. CHANCERY CT.  
D.C.M.

ORDER GRANTING LIQUIDATOR'S MOTION TO APPROVE  
FINAL DISTRIBUTION OF ESTATE ASSETS

This matter came to be heard on May 20, 2008 upon Leslie A. Newman's, Commissioner of the Tennessee Department of Commerce and Insurance and Liquidator for Xantus Healthplan of Tennessee, Inc. ("Xantus", "XHT", or "Liquidation"), Motion for an Order approving the Liquidator's final distribution of estate assets. There has been no filing of opposition to this Motion pursuant to Local Rule 26.04(d) and (e). Based upon the Court's review of the Motion, Memorandum, Affidavit of Lisa Jordan and its accompanying exhibits, and the arguments of counsel, the Court finds that:

1. The Liquidator's request to establish a reserve in the amount of \$159,469.08 for anticipated Class 1 administrative expenses should be approved.
2. As of February 29, 2008, XHT had assets totaling \$10,441,983.91.
3. XHT's total assets less the administrative expense reserve equals \$10,282,514.83.

4. XHT's approved Class 2 pre-rehabilitation claims total \$37,755,808.48; therefore, XHT has insufficient funds to pay Class 2 claims in full.

5. The Liquidator's request to distribute \$10,282,514.83 to Class 2 pre-rehabilitation provider claimants as set forth in Exhibit 1 to the Affidavit of Lisa Jordan, which is attached hereto and is incorporated herein by reference, should be approved.

6. The Liquidator's request to destroy all claims records and all other records located at Richards and Richards after August 1, 2008 should be approved.

Accordingly, the instant Motion is hereby APPROVED and the Court hereby ORDERS the following:

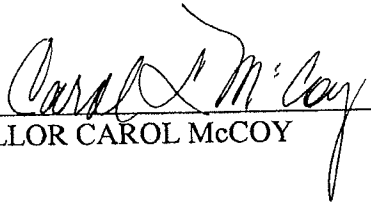
1. The Liquidator shall reserve \$159,469.08 to pay anticipated Class 1 administrative expenses.

2. The Liquidator shall distribute \$10,282,514.83 to pay Class 2 pre-rehabilitation provider claims totaling \$37,755,808.48, by making a pro rata distribution to each claimant in proportion to each claimant's amount "Remaining Total Due" set forth in Exhibit 1 to L. Jordan's Affidavit".

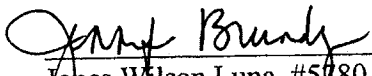
3. In accordance with Tenn. Code Ann. § 56-9-333(a), the Liquidator shall transfer unclaimed funds subject to distribution to the State Treasurer after ninety (90) days from the date claims distribution checks are issued.

4. The Liquidator shall destroy all claims records and all other records located at Richards and Richards after August 1, 2008.

5. This is not a final order. Within a reasonable time after the directives of this order are satisfied, the Liquidator shall file a motion for a final order closing the estate.

  
\_\_\_\_\_  
CHANCELLOR CAROL McCOY

Approved for entry by:

  
\_\_\_\_\_  
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Jennifer Brundige, #20673  
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